

LANDMARK BANCORP INC
Form SC 13G/A
February 14, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Landmark Bancorp, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

51404L107

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 51404L107

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Landmark Bancorp, Inc. Employee Stock Ownership Plan

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 16,673 shares
	6.	Shared Voting Power 155,002 shares
	7.	Sole Dispositive Power 16,673 shares
	8.	Shared Dispositive Power 155,002 shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
171,675 shares

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
8.5%

12. **Type of Reporting Person (See Instructions)**
EP

STATEMENT CONTAINING INFORMATION REQUIRED BY SCHEDULE 13G

Item 1.

- (a) **Name of Issuer**
Landmark Bancorp, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
800 Poyntz Avenue
Manhattan, Kansas 66502

Item 2.

- (a) **Name of Person Filing**
Landmark Bancorp, Inc. Employee Stock Ownership Plan
- (b) **Address of Principal Business Office or, if none, Residence**
800 Poyntz Avenue
Manhattan, Kansas 66502
- (c) **Citizenship**
Delaware
- (d) **Title of Class of Securities**
Common Stock
- (e) **CUSIP Number**
51404L107

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).**
 - (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).**
 - (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).**
 - (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).**
 - (e) **An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);**

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 171,675 shares
- (b) Percent of class: 8.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 16,673 shares
 - (ii) Shared power to vote or to direct the vote 155,002 shares
 - (iii) Sole power to dispose or to direct the disposition of 16,673 shares
 - (iv) Shared power to dispose or to direct the disposition of 155,002 shares

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8.

Identification and Classification of Members of the Group

N/A

Item 9.

Notice of Dissolution of Group

N/A

Item 10.

Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2003
Date

LANDMARK BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

By: /s/ Mark A. Herpich
Mark A. Herpich
Plan Administrator